

EXHIBIT 5

**Financial Statements of American Tower Corporation
(Applicant's Ultimate Parent Entity)**

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One):

☒ Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the fiscal year ended December 31, 2007

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the transition period from _____ to _____

Commission File Number: 001-14195

American Tower Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or Organization)

65-0723837
(I.R.S. Employer
Identification No.)

116 Huntington Avenue
Boston, Massachusetts 02116
(Address of principal executive offices)

Telephone Number (617) 375-7500
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Name of exchange on which registered
Class A Common Stock, \$0.01 par value	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act: None	

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes ☐ No ☒

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 30, 2007 was approximately \$17.4 billion, based on the closing price of the registrant's Class A Common Stock as reported on the New York Stock Exchange as of the last business day of the registrant's most recently completed second quarter.

As of February 29, 2008, there were 395,748,826 shares of Class A Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the "Definitive Proxy Statement") to be filed with the Securities and Exchange Commission relative to the Company's 2008 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
American Tower Corporation
Boston, Massachusetts

We have audited the accompanying consolidated balance sheets of American Tower Corporation and subsidiaries (the "Company") as of December 31, 2007 and 2006, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2007 and 2006, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to consolidated financial statements, the Company adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of SFAS No. 109," as of January 1, 2007, FASB No. 123R "Share-Based Payment," as of January 1, 2006, and FASB Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations—an interpretation of FASB Statement No. 143," as of December 31, 2005.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2007, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 14, 2008 expressed an adverse opinion on the Company's internal control over financial reporting because of a material weakness.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
March 14, 2008

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	December 31,	
	2007	2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 33,123	\$ 281,264
Restricted cash	53,684	
Short-term investments and available-for-sale securities	7,224	22,986
Accounts receivable, net of allowances	40,316	29,368
Prepaid and other current assets	71,264	63,919
Deferred income taxes	40,063	88,485
Total current assets	<u>245,674</u>	<u>486,022</u>
PROPERTY AND EQUIPMENT, net	3,045,186	3,218,124
GOODWILL	2,188,312	2,189,767
OTHER INTANGIBLE ASSETS, net	1,686,434	1,820,876
DEFERRED INCOME TAXES	479,854	482,710
NOTES RECEIVABLE AND OTHER LONG-TERM ASSETS	484,997	415,720
TOTAL	<u>\$ 8,130,457</u>	<u>\$ 8,613,219</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 175,464	\$ 187,634
Accrued interest	33,702	41,319
Current portion of long-term obligations	1,817	253,907
Unearned revenue	106,395	86,769
Total current liabilities	<u>317,378</u>	<u>569,629</u>
LONG-TERM OBLIGATIONS	4,283,467	3,289,109
OTHER LONG-TERM LIABILITIES	504,178	365,974
Total liabilities	<u>5,105,023</u>	<u>4,224,712</u>
COMMITMENTS AND CONTINGENCIES		
MINORITY INTEREST IN SUBSIDIARIES	3,342	3,591
STOCKHOLDERS' EQUITY:		
Preferred Stock: \$.01 par value; 20,000,000 shares authorized; no shares issued or outstanding		
Class A Common Stock: \$.01 par value; 1,000,000,000 shares authorized, 452,759,969 and 437,792,629 shares issued, and 399,518,542 and 424,672,267 shares outstanding, respectively	4,527	4,378
Additional paid-in capital	7,772,382	7,502,472
Accumulated deficit	(2,703,373)	(2,733,920)
Accumulated other comprehensive (loss) income	(3,626)	16,079
Treasury stock (53,241,427 and 13,120,362 shares at cost, respectively)	(2,047,818)	(404,093)
Total stockholders' equity	<u>3,022,092</u>	<u>4,384,916</u>
TOTAL	<u>\$ 8,130,457</u>	<u>\$ 8,613,219</u>

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share data)

	Year Ended December 31,		
	2007	2006	2005
REVENUES:			
Rental and management	\$ 1,425,975	\$ 1,294,068	\$ 929,762
Network development services	30,619	23,317	15,024
Total operating revenues	<u>1,456,594</u>	<u>1,317,385</u>	<u>944,786</u>
OPERATING EXPENSES:			
Costs of operations (exclusive of items shown separately below)			
Rental and management	343,450	332,246	247,781
Network development services	16,172	11,291	8,346
Depreciation, amortization and accretion	522,928	528,051	411,254
Selling, general, administrative and development expense (including stock-based compensation expense of \$54,603, \$39,502 and \$6,597, respectively)	186,483	159,324	108,059
Impairments, net loss on sale of long-lived assets, restructuring and merger related expense (including stock-based compensation expense of \$9,333 in 2005)	<u>9,198</u>	<u>2,572</u>	<u>34,232</u>
Total operating expenses	<u>1,078,231</u>	<u>1,033,484</u>	<u>809,672</u>
OPERATING INCOME	<u>378,363</u>	<u>283,901</u>	<u>135,114</u>
OTHER INCOME (EXPENSE):			
Interest income, TV Azteca, net of interest expense of \$1,490, \$1,491 and \$1,492, respectively	14,207	14,208	14,232
Interest income	10,848	9,002	4,402
Interest expense	(235,824)	(215,643)	(222,419)
Loss on retirement of long-term obligations	(35,429)	(27,223)	(67,110)
Other income	<u>20,675</u>	<u>6,619</u>	<u>227</u>
Total other expense	<u>(225,523)</u>	<u>(213,037)</u>	<u>(270,668)</u>
INCOME (LOSS) BEFORE INCOME TAXES, MINORITY INTEREST AND INCOME (LOSS) ON EQUITY METHOD INVESTMENTS	<u>152,840</u>	<u>70,864</u>	<u>(135,554)</u>
Income tax provision	(59,809)	(41,768)	(5,714)
Minority interest in net earnings of subsidiaries	(338)	(784)	(575)
Income (loss) on equity method investments	<u>19</u>	<u>26</u>	<u>(2,078)</u>
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	<u>92,712</u>	<u>28,338</u>	<u>(143,921)</u>
LOSS FROM DISCONTINUED OPERATIONS, NET OF INCOME TAX (PROVISION) BENEFIT OF \$(6,191), \$444 and \$1,030, RESPECTIVELY	<u>(36,396)</u>	<u>(854)</u>	<u>(1,913)</u>
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	<u>56,316</u>	<u>27,484</u>	<u>(145,834)</u>
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE, NET OF INCOME TAX BENEFIT OF \$11,697	<u>\$ 56,316</u>	<u>\$ 27,484</u>	<u>\$ (181,359)</u>
NET INCOME (LOSS)			
NET INCOME (LOSS) PER COMMON SHARE AMOUNTS:			
BASIC:			
Income (loss) from continuing operations	\$ 0.22	\$ 0.06	\$ (0.47)
Loss from discontinued operations	(0.09)		(0.01)
Cumulative effect of change in accounting principle, net			(0.12)
Net income (loss)	<u>\$ 0.14</u>	<u>\$ 0.06</u>	<u>\$ (0.60)</u>
DILUTED:			
Income (loss) from continuing operations	\$ 0.22	\$ 0.06	\$ (0.47)
Loss from discontinued operations	(0.09)		(0.01)
Cumulative effect of change in accounting principle, net			(0.12)
Net income (loss)	<u>\$ 0.13</u>	<u>\$ 0.06</u>	<u>\$ (0.60)</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:			
BASIC	<u>413,167</u>	<u>424,525</u>	<u>302,510</u>
DILUTED	<u>426,079</u>	<u>436,217</u>	<u>302,510</u>

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY Years Ended December 31, 2007, 2006, and 2005 (In thousands, except share data)

	Class A Common Stock		Treasury Stock		Additional		Accumulated		Total	Total
	Issued	Amount	Shares	Amount	Paid-in	Unearned	Other	Accumulated	Stockholders'	Comprehensive
	Shares				Capital	Compensation	Comprehensive	Deficit	Equity	Income (Loss)
							Income (Loss)			Income (Loss)
BALANCE, DECEMBER 31, 2004	229,745,116	\$ 2,297	(145,221)	\$ (4,366)	\$ 4,072,881			\$ (2,580,045)	\$ 1,490,767	
Issuance of common stock and assumption of options and warrants—SpectraSite merger	169,506,083	1,695			3,104,377				3,106,072	
Stock option activity	11,106,693	111			76,810				76,921	
Issuance of common stock upon exercise of warrants	398,412	4			1,778				1,782	
Issuance of common stock—Stock Purchase Plans	50,119	1			767				768	
Treasury stock activity			(2,836,519)	(76,585)					(76,585)	
Unearned compensation—SpectraSite merger						\$ (4,861)			(4,861)	
Unearned compensation amortization—SpectraSite merger						2,364			2,364	
Net change in fair value of cash flow hedges, net of tax							\$ (803)		(803)	(803)
3.25% convertible notes exchanged for common stock	4,670,336	46			55,659				55,705	
ATC Mexico activity	159,836	2			2,829				2,831	
ATC South America activity					2,026				2,026	
Tax benefit from disposition of stock options					66,193				66,193	
Net loss								(181,359)	(181,359)	(181,359)
Total comprehensive loss										\$ (182,162)
BALANCE, DECEMBER 31, 2005	415,636,595	\$ 4,156	(2,981,740)	\$ (80,951)	\$ 7,383,320	\$ (2,497)	\$ (803)	\$ (2,761,404)	\$ 4,541,821	
Stock option activity	3,884,812	39			78,610				78,649	
Issuance of common stock upon exercise of warrants	14,532,874	145			220				365	
Issuance of common stock—Stock Purchase Plan	53,210	1			1,329				1,330	
Treasury stock activity			(10,138,622)	(323,142)					(323,142)	
Unearned compensation—SpectraSite merger					(2,497)	2,497				
Net change in fair value of cash flow hedges, net of tax							6,457		6,457	6,457
Net unrealized gain on available-for-sale securities							13,945		13,945	13,945
Net realized gain on available-for-sale securities							(3,520)		(3,520)	(3,520)
Convertible notes exchanged for common stock	3,685,138	37			44,039				44,076	
Tax benefit from disposition of stock options					1,359				1,359	
Stock option tender offer accrual for cash payments					(3,908)				(3,908)	
Net income								27,484	27,484	27,484
Total comprehensive income										\$ 44,366
BALANCE, DECEMBER 31, 2006	437,792,629	\$ 4,378	(13,120,362)	\$ (404,093)	\$ 7,502,472		\$ 16,079	\$ (2,733,920)	\$ 4,384,916	
Stock option activity	7,400,667	74			182,658				182,732	
Issuance of common stock upon exercise of warrants	192,054	2			290				292	
Issuance of common stock—Stock Purchase Plan	48,886				1,658				1,658	
Treasury stock activity			(40,121,065)	(1,643,725)					(1,643,725)	
Net change in fair value of cash flow hedges, net of tax							(3,244)		(3,244)	(3,244)
Net realized loss on cash flow hedges, net of tax							(6,162)		(6,162)	(6,162)
Net unrealized loss on available-for-sale securities, net of tax							(3,230)		(3,230)	(3,230)
Net realized gain on available-for-sale securities, net of tax							(7,069)		(7,069)	(7,069)
Convertible notes exchanged for common stock	7,325,733	73			88,012				88,085	
Cumulative effect of adoption of FIN 48								(25,769)	(25,769)	

Source: AMERICAN TOWER CORP., 10-K, March 14, 2008

Reduction in deferred tax asset related to spin off from American Radio Systems			(2,708)				(2,708)	
Net income						56,316	56,316	56,316
Total comprehensive income								\$ 36,611
BALANCE, DECEMBER 31, 2007	<u>452,759,969</u>	<u>\$ 4,527 (53,241,427)</u>	<u>\$ (2,047,818)</u>	<u>\$ 7,772,382</u>	<u>\$ (3,626)</u>	<u>\$ (2,703,373)</u>	<u>\$ 3,022,092</u>	

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2007	2006	2005
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:			
Net income (loss)	\$ 56,316	\$ 27,484	\$ (181,359)
Cumulative effect of change in accounting principle, net			35,525
Adjustments to reconcile net loss to cash provided by operating activities:			
Depreciation, amortization and accretion	522,928	528,051	411,254
Stock-based compensation expense	54,603	39,502	15,930
Other non-cash items reported in discontinued operations (primarily income tax provision (benefit))	6,192	(444)	(2,145)
Increase in restricted cash	(49,818)		
Minority interest in net earnings of subsidiaries	338	784	575
(Gain) loss on investments and other non-cash (income) expense	(9,470)	(5,453)	2,078
Impairments, net loss on sale of long-lived assets, non-cash restructuring and merger related expense	9,214	2,958	19,096
Loss on retirement of long-term obligations	34,826	27,223	67,110
Amortization of deferred financing costs, debt discounts and other non-cash interest	7,789	9,719	45,214
Provision for losses on accounts receivable	2,470	5,175	8,492
Deferred income taxes	21,239	17,535	(11,029)
Changes in assets and liabilities, net of acquisitions:			
Accounts receivable	(13,417)	(182)	7,570
Prepaid and other assets	65,704	(9,509)	19,973
Deferred rent asset	(69,673)	(58,306)	(30,304)
Accounts payable and accrued expenses	(7,237)	(10,620)	(35,120)
Accrued interest	(7,617)	3,844	(5,641)
Unearned revenue	19,625	9,114	5,179
Deferred rent liability	26,650	26,811	15,946
Other long-term liabilities	22,017	7,052	8,860
Cash provided by operating activities	<u>692,679</u>	<u>620,738</u>	<u>397,204</u>
CASH FLOWS USED FOR INVESTING ACTIVITIES:			
Payments for purchase of property and equipment and construction activities	(154,381)	(127,098)	(88,637)
Payments for acquisitions, net of cash acquired	(43,962)	(14,337)	(7,479)
Payments for acquisition of minority interests		(22,944)	(7,270)
Cash acquired from SpectraSite merger, net of transaction costs paid			16,696
Proceeds from sales of available-for-sale securities and other long-term assets	22,163	35,387	6,881
Deposits, restricted cash, short-term investments and other	(10,000)	(120)	(725)
Cash used for investing activities	<u>(186,180)</u>	<u>(129,112)</u>	<u>(80,534)</u>
CASH FLOWS USED FOR FINANCING ACTIVITIES:			
Proceeds from issuance of Certificates in securitization transaction	1,750,000		
Proceeds from term loan credit facility	500,000		
Borrowings under revolving credit facilities	1,675,000	242,000	1,543,000
Proceeds from issuance of senior notes	500,422		
Repayment of notes payable, credit facilities and capital leases	(3,612,240)	(295,760)	(1,949,444)
Purchases of Class A common stock	(1,642,821)	(306,856)	(68,927)
Proceeds from stock options, warrants and stock purchase plan	124,087	40,940	65,357
Deferred financing costs and other financing activities	(49,088)	(3,387)	(9,512)
Cash used for financing activities	<u>(754,640)</u>	<u>(323,063)</u>	<u>(419,526)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(248,141)	168,563	(102,856)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	281,264	112,701	215,557
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 33,123</u>	<u>\$ 281,264</u>	<u>\$ 112,701</u>

See notes to consolidated financial statements.